

EXHIBIT A

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

LEHMAN BROTHERS SPECIAL
FINANCING INC.,

Plaintiff,

v.

U.S. BANK NATIONAL ASSOCIATION , *et
al.*,

Defendants.

CHAPTER 11

CASE NO. 08-13555 (SCC)

(Jointly Administered)

Adversary Proceeding No. 10-03542 (SCC)

**RESPONSE OF U.S. BANK NATIONAL
ASSOCIATION, AS TRUSTEE, TO LEHMAN BROTHERS
SPECIAL FINANCING, INC.'S PROPOSED SCHEDULING ORDER**

U.S. Bank National Association, as Trustee ("U.S. Bank" or the "Trustee"), by its undersigned attorneys, respectfully submits this response (the "Response") to the proposed

scheduling order filed by Plaintiff Lehman Brothers Special Financing Inc. ("LBSF") on March 24, 2014 in that action entitled *Lehman Brothers Special Financing Inc. v. Bank of America National Association (In re Lehman Bros. Holdings, Inc.)* Case No. 08-13335, Adv. Pro. Case No. 10-03547 (Bankr. S.D.N.Y. Sept. 14, 2010) [ECF No. 717] (the "Proposed Scheduling Order") to address the effect of the proposed order on this proceeding, and in support thereof, respectfully states as follows:¹

On January 10, 2014, Lehman Brothers Holdings Inc. ("LBHI") filed that *Motion of Lehman Brothers Holdings Inc., Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1), to Extend Stay of Avoidance Actions and Grant Certain Related Relief* [Case No. 08-13555 ECF No. 42023] (the "Motion"). On January 31, 2014, the Court entered that *Order Extending Stay of Avoidance Actions and Granting Certain Related Relief Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 7004(a)(1)* [Case No. 08-13555 ECF No. 42417] (the "Order"). The Order was also filed herein by LBSF on February 4, 2014. [ECF No. 44]. Under the Order, the court established a process for obtaining a scheduling order for Adversary Proceeding Case No. 10-03547 (the "Distributed Action") and contemplated addressing Adversary Proceeding Case No. 10-03542 and the other Non-Distributed Actions.² See Order at p. 3 ("except to the extent provided in ... any scheduling order governing the Non-Distributed Actions, each Avoidance Action Defendant shall be required to answer or otherwise respond to the any Avoidance Action Complaint"). The Order also caused the Stay imposed under the Stay Orders

¹ This Response only addresses the issues related to Adversary Proceeding Case No. 10-03542. The Trustee serves as trustee in connection with eighteen CDO transactions under which LBSF has named the related issuer as a defendant. The Trustee has otherwise joined in the *Response of the Group of 77 Defendants to LBSF's Proposed Scheduling Order* [Adv. Case. No. 10-03547 ECF No. 730] (the "Noteholders' Response"). Terms not defined herein shall have the meaning ascribed to them in the Order or Motion (as those terms are defined below).

² LBHI had also set forth a suggested litigation protocol for the Non-Distributed Actions in the Motion. See Motion, ¶ 32.

for the Avoidance Actions, including for Adversary Proceeding Case No. 10-03542, to be extended to, and expire on, the later of "(i) May 20, 2014 or (ii) thirty (30) days after the date on which the Court enters a scheduling order governing the Distributed Action"

However, neither the Proposed Scheduling Order nor any other filing by LBSF suggests a protocol for the Non-Distributed Actions, including Adversary Proceeding Case No. 10-03542. The Court is scheduled to address the Proposed Scheduling Order at the May 2014 omnibus hearing. The Stay for Adversary Proceeding Case No. 10-03542 will thus expire imminently. As the case is substantially similar to the Distributed Action, the Trustee believes it should follow a parallel litigation path. The Trustee proposes that any scheduling order entered for the Distributed Action also apply to Adversary Proceeding Case No. 10-03542 (with the exception of class certification matters). Further, the stay applied to the defendants in Adversary Proceeding Case No. 10-03542 pursuant to the ADR Order³ should likewise be lifted for the reasons discussed in the Noteholders' Response and the *Motion of Ad Hoc Group of 77 Defendants to Modify Certain Orders Affecting Litigation Of Adversary Proceeding* [Case No. 08-13555 filed April 14, 2014]. Any entered scheduling order presumably may also be extended to other Non-Distributed Actions, if the Court so chooses. The Trustee believes that its request is fair to all parties and will allow for efficient adjudication by the Court. A copy of this Response has been filed in Case No. 08-13555 and Adv. Proc. Case No. 10-03547.

Dated: April 14, 2014
New York, New York

Respectfully submitted,

U.S. BANK NATIONAL ASSOCIATION, AS
TRUSTEE

By: s/ Craig M. Price
One of Its Attorneys

³ As defined in the Noteholders' Response.